

(12) INTERNATIONAL APPLICATION PUBLISHED UNDER THE PATENT COOPERATION TREATY (PCT)

(19) World Intellectual Property
Organization
International Bureau



(43) International Publication Date
28 October 2004 (28.10.2004)

PCT

(10) International Publication Number
WO 2004/091480 A2

(51) International Patent Classification⁷: A61K #5, Mountain View, CA 94041 (US). TAKEUCHI, Craig [CA/US]; 1090 Carolan Avenue #302, Burlingame, CA 94010 (US).

(21) International Application Number: PCT/US2004/010626 (74) Agents: GRIEDEL, Brian et al.; Exelixis, Inc., 170 Harbor Way, P.O. Box 511, South San Francisco, CA 94083-0511 (US).

(22) International Filing Date: 8 April 2004 (08.04.2004)

(25) Filing Language: English (81) Designated States (unless otherwise indicated, for every kind of national protection available): AE, AG, AL, AM, AT, AU, AZ, BA, BB, BG, BR, BW, BY, BZ, CA, CH, CN, CO, CR, CU, CZ, DE, DK, DM, DZ, EC, EE, EG, ES, FI, GB, GD, GE, GH, GM, HR, HU, ID, IL, IN, IS, JP, KE, KG, KP, KR, KZ, LC, LK, LR, LS, LT, LU, LV, MA, MD, MG, MK, MN, MW, MX, MZ, NA, NI, NO, NZ, OM, PG, PH, PL, PT, RO, RU, SC, SD, SE, SG, SK, SI, SY, TJ, TM, TN, TR, TT, TZ, UA, UG, US, UZ, VC, VN, YU, ZA, ZM, ZW.

(26) Publication Language: English

(30) Priority Data: 60/461,471 9 April 2003 (09.04.2003) US (84) Designated States (unless otherwise indicated, for every kind of regional protection available): ARIPO (BW, GH, GM, KE, LS, MW, MZ, SD, SL, SZ, TZ, UG, ZM, ZW), Eurasian (AM, AZ, BY, KG, KZ, MD, RU, TJ, TM), European (AT, BE, BG, CH, CY, CZ, DE, DK, EE, ES, FI, FR, GB, GR, HU, IE, IT, LU, MC, NL, PL, PT, RO, SE, SI, SK, TR), OAPI (BF, BJ, CF, CG, CI, CM, GA, GN, GQ, GW, ML, MR, NE, SN, TD, TG).

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Published:

— without international search report and to be republished upon receipt of that report

For two-letter codes and other abbreviations, refer to the "Guidance Notes on Codes and Abbreviations" appearing at the beginning of each regular issue of the PCT Gazette.

WO 2004/091480 A2

(54) Title: TIE-2 MODULATORS AND METHODS OF USE

(57) **Abstract:** The present invention provides compounds for modulating protein kinase enzymatic activity for modulating cellular activities such as proliferation, differentiation, programmed cell death, migration and chemoinvasion. Compounds of the invention inhibit, regulate and/or modulate kinases, particularly Tie-2. Methods of using the compounds and pharmaceutical compositions thereof to treat kinase-dependent diseases and conditions are also an aspect of the invention.